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**UNITED STATES DISTRICT COURT  
DISTRICT OF NEW JERSEY**

IN RE MERCK & CO., INC., SECURITIES,  
DERIVATIVE & “ERISA” LITIGATION

MDL No. 1658 (SRC)

THIS DOCUMENT RELATES TO:  
THE STICHTING PENSIOENFONDS ABP ACTION

Case No. 2:05-CV-05060-SRC-MAS

**DECLARATION OF ROBERT H. BARON IN FURTHER SUPPORT OF  
DEFENDANTS’ MOTION TO DISMISS THE SECOND AMENDED COMPLAINT**

I, ROBERT H. BARON, declare, under penalty of perjury, as follows:

I am a member of the firm of Cravath, Swaine & Moore LLP, attorneys for Defendants Merck & Co., Inc. (“Merck”), Raymond V. Gilmartin, Judy C. Lewent, Alise S. Reicin, Kenneth C. Frazier, David W. Anstice, and Peter S. Kim (collectively, “Defendants”) in the above-captioned action. I submit this Declaration in further support of Defendants’ Motion to Dismiss the Second Amended Complaint.

1. Attached hereto as Exhibit 34 is a true and correct copy of Merck’s SEC Form 10-K, dated March 21, 2002.

2. Attached hereto as Exhibit 35 is a true and correct copy of Merck’s SEC Form 8-K, dated May 9, 2005.

3. Attached hereto as Exhibit 36 is a true and correct copy of the Stipulation and Order entered on January 23, 2012, in *Stichting Pensioenfonds ABP v. Merck & Co., Inc.*, MDL No. 1658, 2:05-CV-05060 (SRC) (D.N.J.).

4. Attached hereto as Exhibit 37 is a true and correct copy of email correspondence between Defendants’ counsel and Plaintiff’s counsel, dated September 22, 2011.

5. Attached hereto as Exhibit 38 is a true and correct copy of Defendants’ Motion to Dismiss the Complaint in *Stichting Pensioenfonds ABP v. Merck & Co., Inc.*, MDL No. 1658, 2:05-CV-05060 (SRC) (D.N.J.), filed on August 3, 2007.

6. Attached hereto as Exhibit 39 is a true and correct copy of a letter from Robert Baron to the Court, dated August 7, 2006.

7. Attached hereto as Exhibit 40 is a true and correct copy of the Stipulation and Order entered on October 23, 2007, in *Stichting Pensioenfonds ABP v. Merck & Co., Inc.*, MDL No. 1658, 2:05-CV-05060 (SRC) (D.N.J.).

I declare under penalty of perjury that the foregoing is true and correct.

Executed on March 26, 2012.

/s/ Robert H. Baron

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Robert H. Baron